

WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000
Terence K. McLaughlin

ATTORNEYS FOR PARDUS DPH HOLDING LLC
and PARDUS SPECIAL OPPORTUNITIES MASTER FUND L.P.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

**JOINDER OF PARDUS DPH HOLDING LLC AND PARDUS SPECIAL
OPPORTUNITIES MASTER FUND L.P. IN LIMITED OBJECTION AND
RESERVATION OF RIGHTS OF APPALOOSA MANAGEMENT L.P. AND A-D
ACQUISITION HOLDINGS, LLC WITH RESPECT TO THE DEBTORS' PLAN
MODIFICATION APPROVAL MOTION AND RELATED DOCUMENTS**

Defendants Pardus DPH Holding LLC and Pardus Special Opportunities Master Fund (collectively, "Pardus"), by and through its undersigned counsel, hereby joins in the Limited Objection and Reservation of Rights of Appaloosa Management L.P. and A-D Acquisition Holdings, LLC with Respect to the Debtors' Plan Modification Approval Motion and Related Documents, dated July 16, 2009 and filed on behalf of Appaloosa Management L.P. and A-D Acquisition Holdings, LLC (the "Appaloosa Objection"), for all the reasons stated therein. Pardus adopts and incorporates by reference herein the objections, arguments, and reservations of rights contained in the Appaloosa Objection as though set forth with respect to Pardus' counterclaims in Adversary Proceeding No. 08-1232 and its administrative claims against the Debtors.

Dated: July 16, 2009
New York, New York

WILLKIE FARR & GALLAGHER LLP

By: /s/ Terence K. McLaughlin
Terence K. McLaughlin (TM-0287)

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New York, New York 10019
(212) 728-8000

Attorneys for Pardus DPH Holding LLC and
Pardus Special Opportunities Master Fund,
L.P.